

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

FEDERAL HOUSING FINANCE AGENCY,
AS CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION
AND THE FEDERAL HOME LOAN
MORTGAGE CORPORATION,

Plaintiff,

-against-

UBS AMERICAS INC., UBS REAL ESTATE
SECURITIES INC., UBS SECURITIES, LLC,
MORTGAGE ASSET SECURITIZATION
TRANSACTIONS, INC., DAVID MARTIN,
PER DYRVIK, HUGH CORCORAN, and
PETER SLAGOWITZ,

Defendants.

11 CIV. 5201 (DLC)

ECF Case

Electronically Filed

**DECLARATION OF JORDAN A. GOLDSTEIN IN SUPPORT OF
PLAINTIFF'S MEMORANDUM OF LAW IN OPPOSITION TO DEFENDANTS'
MOTION TO DISMISS THE SECOND AMENDED COMPLAINT**

JORDAN A. GOLDSTEIN makes the following declaration pursuant to 28 U.S.C.

§ 1746:

1. I am a member of the Bar of this Court and associated with the law firm of Quinn Emanuel Urquhart & Sullivan, LLP, attorneys for Plaintiff Federal Housing Finance Agency, as Conservator for the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation, in the above-captioned action. I am familiar with the facts and circumstances of this action.

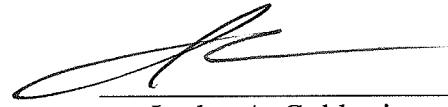
2. I respectfully submit this declaration in support of Plaintiff's Memorandum of Law in Opposition to Defendants' Motion to Dismiss the Second Amended Complaint and to

transmit to the Court true and correct copies of the document described below and annexed hereto.

3. Exhibit A is a true and correct copy of the Tolling Agreement, dated as of May 20, 2009, entered into between Fannie Mae and Mortgage Asset Securitization Transactions, Inc., UBS Securities LLC, and UBS Real Estate Securities Inc.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
February 10, 2012



Jordan A. Goldstein